MINUTES
Meeting of the MassDOT Board of Directors
January 22, 2018

The MassDOT Board of Directors was called to order at 12:08 p.m. by Chair Stephanie Pollack.

Those present were Chair Stephanie Pollack, Directors Ruth Bonsignore Dominic Blue, Steven Poftak, Robert Moylan, Tim King, Dean Mazzarella, Brian Shortsleeve, Betsy Taylor, Monica Tibbits-Nutt and Joseph Sullivan being a quorum of the Board of Directors of the Massachusetts Department of Transportation (Board).

Also present were Registrar of Motor Vehicles Erin Deveney, Rail and Transit Administrator Astrid Glynn, Highway Administrator Jonathan Gulliver, Aeronautics Administrator Jeffrey DeCarlo, David Pottier, David Mohler, Michelle Ho, Owen Kane, Marie Breen, Nathan Peyton and Daniel Sullivan

Chair Pollack opened up the public comment session.

The first speaker was Carl Seglem who commented on dedicated bus lanes.

Next was Richard Prone, MBTA Advisory Board Member from Duxbury who commented on Old Colony Line weekend service.

The final speaker was Stephen Kaiser who commented that he would like the Secretary's Report to discuss the Allston I-90 Project and West Station.

Next was the approval of the minutes of the December 11, 2017 meeting.

On motion duly made and seconded, it was;

VOTED: To approve the minutes of December 11, 2017.

Next, the Chair gave the report of the Secretary and CEO. Secretary Pollack noted that the Federal Government shutdown would have no effect in the immediate future of any of MassDOT's programs. Ms. Pollack continued updating the Board on the recent blizzard of January 4, 2018, the release of the statewide Draft Rail Plan, new drones and the USDOT FAA Unmanned Aerial System Integration Pilot Program.

Ms. Pollack concluded her remarks announcing MassDOT's Innovation and Mobility Exchange would be held on April 10 and 11 in Worcester, as set forth in the attached document labeled "Secretary Pollack's Remarks, January 22, 2018."

Next, Chair Pollack called upon Highway Administrator Jonathan Gulliver to present Agenda Item 3, Report of the Highway Administrator. Mr. Gulliver provided the Board with updates on snow and ice season 2017-18, Small Bridge

Round 2 and concluded with Mass Highway personnel announcements. Mr. Gulliver noted that Lenny Walsh was retiring after 44 years in the Highway Division and Joe Foti, COO would be replacing him. Mr. Gulliver also announced John Bouchard was the new Deputy Chief Engineer for Design, as set forth in the attached document labeled "Highway Administrator's Report, January 22, 2018."

Next the Chair called upon Registrar of Motor Vehicles Erin Deveney to present Agenda Item 4, the Report of the Registrar of Motor Vehicles. Ms. Deveney provided the Board with updates on ATLAS and REAL ID implementation including critical dates and upcoming program milestones, as set forth in the attached presentation labeled "ATLAS & REAL ID Implementation Update, January 22, 2018." Discussion ensued.

The reports from the Rail and Transit Administrator and Aeronautics Administrator were written submittals, and are attached hereto.

Next, Chair Pollack called upon MassDOT Chief Engineer Patty Leavenworth to present Agenda Item 7, the Asset Management and TAMP update. Ms. Leavenworth noted that each state was required to develop a risk-based asset management plan for the National Highway System to improve or preserve the condition of the assets and the performance of the system. She provided an overview of the plan, federal requirements and schedule, as set forth

in the attached presentation labeled “Highway Division FHWA TAMP Update, January 22, 2018.” Discussion ensued.

Next, Chair Pollack asked that Ms. Leavenworth present Agenda Item 8. A discussion on the Major Projects Design Phase Policy. Ms. Leavenworth provided a review of details of cost estimating for Highway Division projects, provided historical data on project cost increases and proposed a policy to codify Board oversight of projects during the Design Phase in excess of $50 million. Ms. Leavenworth informed the Board that she had reviewed the policy with the Capital Programs Committee on January 17, 2018, and the Committee agreed to recommend approval of the Major Projects Design go before the full Board, as set forth in the attached document labeled “Highway Division – Major Projects Discussion – Continued, January 17, 2018.” Discussion ensued.

On motion duly made and seconded, it was;

VOTED:

Effective this date, that the Board of Directors for the Massachusetts Department of Transportation (“MassDOT Board”) hereby amends and modifies the delegation of authority from the MassDOT Board to the Secretary/CEO dated March 13, 2013, with respect to Highway construction projects as follows:

For Highway construction contracts having an initial contract value between $15,000,000 and $50,000,000, the Secretary/CEO or her designee, is authorized to execute in the name of and on behalf of MassDOT, any change order, extra work order or amendment that increases the initial contract value, including contingency, by 10% or less and for Highway construction contracts having an initial contract value greater than $50,000,000, the Secretary/CEO or her

designee, is authorized to execute in the name of and on behalf of MassDOT, any change order, extra work order or amendment that increases the initial contract value, including contingency, by $5,000,000 or less.

Except for these modifications, the MassDOT Board delegation of authority dated March 13, 2013 remains in full force and effect.

Next, Chair Pollack introduced and led the discussion on Agenda Item 9, MassDOT FY19 Budget Priorities. Ms. Pollack provided an overview of the upcoming FY19 Budget Process and outlined the ten proposed priorities for FY19: Safety, System Condition, Congestion and Custom Experience, Planning and Implementation, Partnerships, Human Capital, Technology Transformation, Metrics and Performance and Innovation, as set forth in the attached document labeled "Strategic Priorities: Budget Discussion Part 1, January 22, 2018." Discussion ensued.

At the call of Vice Chair Steven Poftak, a meeting of the Fiscal and Management Control Board (FMCB) was called to order at 2:05 p.m. at the State Transportation Building, Transportation Board Room, 10 Park Plaza, Boston, Massachusetts joining the MassDOT Board of Directors Meeting for Joint Board presentations.

Chair Pollack asked Vice Chair Poftak to give the report of the FMCB, Agenda Item 10. Vice Chair Poftak updated the MassDOT Board on matters discussed at the last three FMCB meetings. Mr. Poftak noted that the FMCB had

been presented with updates on the Integrated Fleet and Facility Maintenance Plan; Bus Maintenance Overview; Bus Productivity Initiative; Workforce Modernization; Red/Orange Line Program; Commuter Rail and Keolis and KPMG financial statements. Mr. Poftak said the FMCB Directors had begun discussion on a new meeting structure for the upcoming year and concluded that the Board had also voted to accept the FMCB annual report which was filed with the Legislature at the end of December.

Before adjourning the meeting, Secretary Pollack announced that this was the final meeting for Director Blue and she thanked him for his service and wished him well.

On motion duly made and seconded, it was;

VOTED: to adjourn the MassDOT Board of Directors at 2:11 p.m.

Documents relied upon for this meeting:

Minutes of the December 11, 2017 meeting
Secretary Pollack's Remarks, January 22, 2018
Highway Administrator's Report, January 22, 2018
ATLAS & REAL ID Implementation Update, January 22, 2018
Registry of Motor Vehicles Board Report, January 22, 2018
Report of the Rail and Transit Administrator, January 22, 2018
Aeronautics Capital Planning Process Board Report, January 22, 2018
Highway Division FHWA TAMP Update, January 22, 2018
Highway Division – Major Projects Discussion – Continued, January 17, 2018
Strategic Priorities: Budget Discussion Part 1, January 22, 2018